

# Exhibit 9

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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In Re: Case No:

RESIDENTIAL CAPITAL, LLC, et. al, 12-12020 (MG)

Debtors.

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VIDEOTAPE DEPOSITION OF TAMMY HAMZEPHOUR

New York, New York

November 13, 2012

9:43 a.m.

Reported by:  
ERICA L. RUGGIERI, RPR  
JOB NO: 27903

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3  
4 November 13, 2012

5 9:43 a.m.

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8 Deposition of TAMMY HAMZEPHOUR,  
9 held at the offices of Kramer, Levin,  
10 Naftalis & Frankel, 1177 Avenue of the  
11 Americas, New York, New York, pursuant  
12 to Notice, before Erica L. Ruggieri,  
13 Registered Professional Reporter and  
14 Notary Public of the State of New  
15 York.

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1 TAMMY HAMZEPHOUR

2 MR. RAINS: Objection, calls for  
3 speculation.

4 MR. KAUFMAN: I was just  
5 following up on her testimony.

6 A. I don't -- I don't know that I  
7 would say likely, but it's certainly  
8 possible that she communicated to Tim.

9 Q. In the top e-mail of the exhibit  
10 sent by Mr. Devine to Gary Lee and you,  
11 Mr. Devine asks whether 11 a.m. would work  
12 for the conversation he suggested and  
13 summarized a discussion he had had with  
14 Mr. Lee the day before, correct?

15 A. Yes. That's what it looks like.

16 Q. And am I correct that you were  
17 not a party to that discussion between  
18 Mr. Devine and Mr. Lee that's referenced  
19 in his e-mail?

20 A. I don't know. But probably not,  
21 given the fact that there were two of us,  
22 and he was telling me what happened in the  
23 call. So probably I wasn't there.

24 Q. Okay. Regarding that  
25 discussion, Mr. Devine stated, "On KP next

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2 steps I don't think we should share dollar  
3 range of potential AFI contribution (Gary  
4 and I had discussed including some  
5 figures)."

6 Do you see that?

7 A. Yes.

8 Q. Do you know what potential AFI  
9 contribution Mr. Devine had discussed with  
10 Mr. Lee during their conversation?

11 A. No, I don't.

12 Q. Nobody told you?

13 A. If they did, I don't remember.

14 Q. Mr. Devine went on to say, "I  
15 think it's premature, given that business  
16 has not got to a number yet. Can always  
17 share with her at next round of  
18 discussion. Would recommend we simply  
19 indicate all the rest, the structure of  
20 the proposed outcomes, the potential for  
21 substantial contribution from AFI,  
22 fragility of the goal, but clarity of  
23 purpose for comprehensive third-party  
24 releases, et cetera."

25 Do you see that?

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2 over each other.

3 Q. I apologize. Let me correct.

4 What Mr. Devine said in his 4:44 p.m.

5 e-mail, "Let's book Thursday 4 to 6 for

6 web meeting. Only presentation material

7 will be the waterfall deck." Correct?

8 A. That's correct.

9 Q. Do I understand correctly from

10 these e-mails that Mr. Devine was the one

11 who coordinated this next meeting with

12 Ms. Patrick?

13 A. Yes.

14 Q. Among those Mr. Devine copied on

15 his e-mails were Rick Cieri and Ray

16 Schrock, correct, right?

17 A. Correct.

18 Q. And both of them are partners at

19 Kirkland & Ellis, right?

20 A. Yes.

21 Q. And they represented AFI, didn't

22 they?

23 A. Yes.

24 Q. Was AFI negotiating the

25 settlement with Kathy Patrick?

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2 A. They were negotiating to the  
3 extent that if they were making a  
4 contribution to us in a settlement  
5 separately, they wanted third-party  
6 releases from her. So the two things were  
7 related to each other somewhat.

8 Q. They also wanted third-party  
9 releases -- sorry, they also wanted  
10 releases from ResCap, right?

11 A. They wanted releases from ResCap  
12 and they wanted third-party releases from  
13 Kathy Patrick.

14 Q. Okay.

15 A. And others.

16 MR. KAUFMAN: Let's mark as the  
17 next exhibit an e-mail chain on  
18 May 2nd and May 3, 2012. Bates  
19 numbers RC 9019\_00049016 to 7.

20 (9019 Exhibit 82, e-mail chain  
21 on May 2nd and May 3, 2012, Bates RC  
22 9019\_00049016 to 7, marked for  
23 identification, as of this date.)

24 Q. Feel free to take your time  
25 reviewing this exhibit, Ms. Hamzephour.

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2 A. No.

3 Q. So when Mr. Lee said that

4 Ms. Patrick had proposed to support the  
5 plan releases "Provided that Ally  
6 contributes no less than X dollars in  
7 cash," what did you understand that meant?

8 A. Ally was looking for plan  
9 support agreement from her clients that  
10 would include third-party releases. And  
11 that she would support that at some level  
12 contribution from Ally which had not yet  
13 been determined.

14 Q. In the top e-mail from  
15 Mr. Devine he said, "Our notes match." Do  
16 you see that?

17 A. Yes.

18 Q. Do you know whether Mr. Devine  
19 was on the call or meeting summarized in  
20 Mr. Lee's e-mail?

21 A. I don't know.

22 Q. His comments suggest to you that  
23 he was, doesn't it?

24 MR. RAINS: Objection. Calls  
25 for speculation.

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2 20 percent of their allowed claim to  
3 ResCap LLC. This provision was added to  
4 protect the investors in the event that a  
5 larger than expected portion of the Ally  
6 settlement proceeds is allocated to ResCap  
7 LLC based on alter ego type claims (as  
8 opposed to RFC and GMACM as we  
9 anticipate)."

10 Do you see that?

11 A. Yes.

12 Q. That was a description of the  
13 so-called Holdco election, wasn't it?

14 A. Yes.

15 Q. Was ResCap's board of directors  
16 asked to consider and approve that  
17 amendment to the RMBS trust settlement  
18 agreement?

19 A. I don't remember that there  
20 were.

21 Q. Weren't you the one who approved  
22 that?

23 A. I approved it -- I signed it  
24 after discussing with counsel and  
25 Mr. Marano.

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2 discussions about the board's fiduciary  
3 obligations?

4 A. Yes.

5 Q. Are you familiar with a  
6 gentleman by the name of Frank Sillman?

7 A. No.

8 Q. Okay. Do you know if debtors  
9 engaged any experts in connection with  
10 evaluating or analyzing the RMBS  
11 settlement in connection with the Rule  
12 9019 motion?

13 A. Yes. We have experts.

14 Q. Do you know if Mr. Sillman is  
15 one of those experts?

16 A. I don't recognize the name.

17 Q. Okay. Do you know if -- were  
18 you involved in the expert engagement  
19 process in connection with the Rule 9019  
20 motion?

21 A. No.

22 Q. Who was involved with that?

23 A. Morrison & Foerster.

24 Q. Was anybody at ResCap consulted  
25 with -- by Morrison & Foerster in

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2 Foerster.

3 Q. And do you recall -- how did you  
4 find out about what the experts were  
5 working on?

6 A. In conversations with counsel.

7 Q. Have you read the report by  
8 Fortis?

9 A. No, I have not.

10 Q. Do you think that was an  
11 important thing for you to do in  
12 connection with the Rule 9019 motion?

13 A. No.

14 Q. Why not?

15 A. I just didn't think it was.

16 Q. Do you know what Fortis  
17 concluded in connection with their report?

18 A. I didn't read the report.

19 Q. I know. I'm asking you a  
20 different question. Do you know what  
21 their conclusions were?

22 A. No, I don't know what their  
23 conclusions were.

24 Q. I'm just going to grab the pile  
25 of exhibits in front of you. I just want